FORM D

SEG Mail

UNITED STATES Wail Processing SECURITIES AND EXCHANGE COMMISSIOSection Washington, D.C. 20549

MAY 22 2008

## **FORM D**

# NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION 109 SECTION 4(6), AND/OR UNIFORM LIMITED OFFERING EXEMPTION

SEC USE ONLY						
Prefix	Serial					
	1					
DATE REC	EIVED					
1	1					

	NIFORM LIMITE	D OFFERING	EXEM	PHON	<u> </u>	<u> </u>	
Name of Offering ( check if the	is is an amendment and name be \$20,870,000 in limited pa			T P	_		7
Filing Under (Check box(es) that Type of Filing: New Filin	apply): Rule 504	Rule 505	⊠ Rule 3		Section 4(6)	ULOE	
	A. BAS	SIC IDENTIFICATION	)N DATA				
<ol> <li>Enter the information requester</li> <li>Name of Issuer ( check if this Andro Capital, L.P.</li> </ol>		as changed, and indica	te change.)				
Address of Executive Offices 153 East 53rd Street, c/o New York, NY 10022	(Number and Street Cirkland & Ellis LLP, Attn.	t, City, State, Zip Code John L. Budetti	)	Telephone Nu (212) 44	•	08048	049
Address of Principal Business Op (if different from Executive Office	es)	t, City, State, Zip Code	)	•	mber (Includir	,	
Same as Executive Office	S	<del></del>		Same as	Executive O		
Brief Description of Business Investment fund formed for m	aking private capital invest	ments.				PROCES	
Type of Business Organization  corporation business trust		ship, already formed		other (plea		MAY 3 0 20	
Actual or Estimated Date of Inco Jurisdiction of Incorporation or O	rganization: (Enter two-letter	Month  0 2 0  U.S. Postal Service ab FN for other foreign ju	breviation fo		☐ Estimate DE	HOMSON RI	EUTER
GENERAL INSTRUCTIONS	••••						_
Federal: Who Must File: All issuers makin 15 U.S.C. 77d(6).	g an offering of securities in re	eliance on an exemptio	n under Reg	ulation D or Sec	aion 4(6), 17 C	FR 230.501 et seq. o	ır
When to File: A notice must be fi Securities and Exchange Commis after the date on which it is due, of	sion (SEC) on the earlier of the	date it is received by	the SEC at th	ie address given	below or, if re		s
Where to File: U.S. Securities an	d Exchange Commission, 450 I	Fifth Street, N.W., Wa	shington, D.	C. 20549			
Copies Required: Five (5) copies must be photocopies of the manual			ch must be n	nanually signed.	Any copies no	ot manually signed	
Information Required: A new fili changes thereto, the information r Appendix need not be filed with t	equested in Part C, and any ma						he
Filing Fee: There is no federal fil	ing fee.						
State: This notice shall be used to indica ULOE and that have adopted this are to be, or have been made. If a accompany this form. This notice this notice and must be completed	form. Issuers relying on ULOI state requires the payment of a shall be filed in the appropriat	E must file a separate r a fee as a precondition	otice with the	e Securities Ad for the exemption	ministrator in on, a fee in the	each state where sale proper amount shall	:s

- ATTENTION-

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

A. BASIC IDENTIFICATION DATA											
2. Enter the information requested for the following:											
Each promoter of the issuer, if the issuer has been organized within the past five years;  Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;  Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and  Each general and managing partner of partnership issuers.											
Check Box(es) that Apply:	☑ Promoter	Beneficial Owner	Executive Officer	Director	☑ General and/or Managing Partner						
Full Name (Last name first, if	individual)										
Andro Capital Gener	ral Partner, L.P.	(General Partner of ti	he Issuer)								
Business or Residence Address (Number and Street, City, State, Zip Code)											
153 East 53rd Street, c/o Kirkland & Ellis LLP, Attn: John L. Budetti, New York, NY 10022											
Check Box(es) that Apply:	☑ Promoter	☐ Beneficial Owner	☐ Executive Officer	☐ Director	General and/or Managing Partner						
Full Name (Last name first, if	indívidual)										
Andro Capital Ultim	ate GP, LLC (G	General Partner of the	General Partner of the	Issuer)							
Business or Residence Addres	s (Number and Stre	et, City, State, Zip Code)									
153 East 53rd Street,	, c/o Kirkland &	Ellis LLP, Attn: John	L. Budetti, New York,	NY 10022	-						
Check Box(es) that Apply:	☐ Promoter	☐Beneficial Owner		Director	General and/or Managing Partner						
Full Name (Last name first, if individual)											
Baker, Eric H.											
Business or Residence Addres	s (Number and Stre	et, City, State, Zip Code)									
153 East 53rd Street.	, c/o Kirkland &	Ellis LLP, Attn: John	L. Budetti, New York,	NY 10022	····						
Check Box(es) that Apply:	☐ Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner						
Full Name (Last name first, if	individual)										
Business or Residence Address	s (Number and Stre	et, City, State, Zip Code)	_								
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner						
Full Name (Last name first, if	individual)										
Business or Residence Addres	s (Number and Stre	et, City, State, Zip Code)			· · · · · · · · · · · · · · · · · · ·						
	<u> </u>	<u>.</u>									
Check Box(es) that Apply:	Promoter	☐ Beneficial Owner	Executive Officer	Director	General and/or Managing Partner						
Full Name (Last name first, if	individual)										
Business or Residence Address (Number and Street, City, State, Zip Code)											
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner						
Full Name (Last name first, if	individual)										
Rusiness of Residence Address	(Number and Second	et City State 7in Code)			<u>-</u>						
Business or Residence Address (Number and Street, City, State, Zip Code)											

	•			В	INFORM	ATION AB	OUT OFFE	RING				
											Yes	No
1. Has	the issuer	sold, or doe	s the issue	r intend to	sell, to non	-accredited	d investors	in this offe	ring?		🗆	$\boxtimes$
			4	Answer als	o in Appen	dix, Colun	nn 2, if filin	g under UI	LOE.			
2. Wha	at is the mi	nimum inv	estment tha	at will be a	ccepted fro	m any indi	vidual?				\$1,000,	000*
	*The G	eneral Pari	ner reserv	es the righ	t to adjust	the minim	um particip	ation from	time to tir	ne.	Yes	No
3. Doc	s the offeri	ng permit j	oint owner	ship of a si	ngle unit?.	•••••••				• • • • • • • • • • • • • • • • • • • •	🛛	
4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only.												
Full Na N/A	ame (Last n A	ame first, i	f individua	d)								
Busines	ss or Resid	ence Addre	ss (Numbe	er and Stree	t, City, Sta	te, Zip Co	de)					
Name o	of Associate	ed Broker o	or Dealer									
	n Which Po eck "All St											Il States
[AL]	[AK]	[AZ]	[AR]	[CA]	(CO)	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[MM]	[NY]	[NC]	[ND]	[OH]	{OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN] 	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]
Fuli Na	me (Last n	ame first, i	f individua	l)								
Busines	ss or Reside	ence Addre	ss (Numbe	r and Stree	t, City, Sta	te, Zip Coo	ie)					
Name o	of Associate	d Broker o	r Dealer									
	n Which Pe											I States
[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HJ]	[ID]
[IL]	[N]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[O/1] [MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	(WI)	[WY]	[PR]
Full Na	me (Last na	ame first, it	findividua	1)								
Busines	s or Reside	nce Addre	ss (Numbe	r and Stree	t, City, Sta	te, Zip Cod	le)					
Name o	f Associate	d Broker o	r Dealer	•								
	n Which Pe eck "All St									•••••	🔲 Al	l States
[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	 [HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[נא]	[NM]	[NY]	[NC]	[ND]	[он]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE O	JF PROCEEDS	
1. Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box [] and indicate in the columns below the amounts of the securities offered for exchange and already exchanged		
Type of Security	Aggregate Offering Price	Amount Already Sold
Debt	\$-0-	<b>\$-</b> 0-
Equity	<b>\$</b> -0-	\$20,870,000
☐ Common ☐ Preferred		
Convertible Securities (including warrants)	\$-0-	\$-0-
Partnership Interests	\$20,870,000*	<b>\$-</b> 0-
Other (Specify)	\$-0-	\$-0-
Total	\$20,870,000*	\$20,870,000
Answer also in Appendix, Column 3, if filing under ULOE.		
2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."	Number	Aggregate Dollar Amount
	Investors	of Purchases
Accredited Investors	33	\$20,870,000
Non-accredited Investors	-0-	\$N/A
Total (for filings under Rule 504 only)	-0-	\$N/A
Answer also in Appendix, Column 4, if filing under ULOE.		
3. If this filing is for an offering under Rule 504 or 505, enter the information requested for date, in offerings of the types indicated in the twelve (12) months prior to the first sale of securities by type listed in Part C $\sim$ Question 1.	s in this offering, (	Classify securities
Type of Offering	Type of Security	Dollar Amount Sold
Rule 505	-	\$ N/A
Regulation A		\$ N/A
Rule 504		\$ N/A
Total	N/A	\$ N/A
4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.		
Transfer Agent's Fees		\$0
Printing and Engraving Costs		<b>\$</b> 0
Legal Fees	🛛	\$350,000
Accounting Fees		\$0
Engineering Fees		\$0
Sales Commission (specify finders' fees separately)		\$0
Other Expenses (identify) Travel, postage and general fund raising		\$50,000
	I⊠	\$400,000
Total		

<sup>\*</sup> The General Partner reserves the right to offer a greater amount of limited partner interests.

	C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND U	SE O	F PROCEEDS						
b.	Enter the difference between the aggregate offering price given in response to Part C – Que and total expenses furnished in response to Part C – Question 4.a. This difference is the "ac gross proceeds to the issuer."	\$20	\$20,470,000						
5.	Indicate below the amount of the adjusted proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C – Question 4.b above.								
			Payments to Officers, Directors & Affiliates		Payments To Others				
	Salaries and fees (management fees)		s	_ 0	\$				
	Purchase of real estate		\$	_ 🗆	S				
	Purchase, rental or leasing and installation of machinery and equipment	. 🗅	\$	_ 0	\$				
	Construction or leasing of plant buildings and facilities		\$	_ 🗆	\$				
	Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger)		s	<u>-</u>	s				
	Repayment of indebtedness		s		s				
	Working capital		s		\$				
	Other (specify): private capital investments in sports and entertainment tickets and related assets		\$	_ 🛛	\$20,470,000				
			\$		\$				
	Column Totals		\$	_ 🛭	\$20,470,000				
	Total Payments Listed (column totals added)		⊠ 5	20,470,0	00				

### D. FEDERAL SIGNATURE

The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502.

Issuer (Print or Type)	Signature	Date
Andro Capital, L.P.	EASY	May <b>l</b> , 2008
Name of Signer (Print or Type)	Title of Signer (Print or Type)	•
	Managing Member of Andro Capital Ultimate	GP, LLC, general partner of Andro Capital
Eric H. Baker	General Partner, L.P., general partner of issuer	•

### -ATTENTION-

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

E. STATE SIGNATURE									
1. Is any party described in 17 CFR 230.262 presently subject to any of the disqualification provisions of such rule?									
See Appendix, Column 5, for state response.									
2. The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed, a notice on Form D (17 CFR 239.500) at such times as required by state law.									
3. The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.									
4. The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform Limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.									
The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.									
Issuer (Print or Type)	Signature	Date							
Andro Capital, L.P.	a fly	May 16, 2008							
Name of Signer (Print or Type)	Title of Signer (Print or Type)								
Managing Member of Andro Capital Ultimate GP, LLC, general partner of Andro Capital Eric H. Baker General Partner, L.P., general partner of issuer									

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

### APPENDIX

1 2 3 4 5									
1	2 3				5 ification				
	Intend to sell Type of security and aggregate					•		under State ULOE (if yes, attach	
	to non-a	ccredited	offering price			investor and		explan	ation of
		s in State -Item 1)	offered in state (Part C-Item 1)			rchased in State C-Item 2)			granted) -Item 1)
	(12112		(1 2.11 \$ 1.0 1)	Number of		Number of		(	
State	Yes	No		Accredited Investors	Amount	Non-Accredited Investors	Amount	Yes	No
AL		Ø		-0-	-0-	-0-	-0-		Ø
AK		Ø		-0-	-0-	-0-	-0-		⋈
AZ		Ø		-0-	-0-	-0-	-0-	0	⊠
AR		⊠		-0-	-0-	-0-	-0-		Ø
CA		⊠	Up to \$20,870,000 in LP interests	-6-	\$2,485,000	-0-	-0-		⊠
со		Ø		-0-	-0-	-0-	-0-		⊠
СТ		⊠	Up to \$20,870,000 in LP interests	-1-	\$150,000	-0-	-0-		⊠
DE		☒	Up to \$20,870,000 in LP interests	-1-	\$2,500,000	-0-	-0-		⊠
DC		Ø	Up to \$20,870,000 in LP interests	-1-	\$150,000	-0-	-0-		⊠
FL		⊠	Up to \$20,870,000 in LP interests	-1-	\$100,000	-0-	-0-		⊠
GA		Ø		-0-	-0-	-0-	-0-		Ø
ні		Ø		-0-	-0-	-0-	-0-		⊠
ID		Ø		-0-	-0-	-0-	-0-		⊠
IL		⊠	Up to \$20,870,000 in LP interests	-1-	\$1,000,000	-0-	-0-		⊠
IN		Ø		-0-	-0-	-0-	-0-		⊠
IA		Ø		-0-	-0-	-0-	-0-		Ø
KS		Ø		-0-	-0-	-0-	-0-		Ø
KY		⊠		-0-	-0-	-0-	-0-		⊠
LA		⊠		-0-	-0-	-0-	-0-		⊠
ме		☒		-0-	-0-	-0-	-0-		⊠
MD		Ø	Up to \$20,870,000 in LP interests	-1-	\$100,000	-0-	-0-		⊠
МА	Q.	Ø	Up to \$20,870,000 in LP interests	-3-	\$525,000	-0-	-0-		⊠
МІ		⋈		-0-	-0-	-0-	-0-		Ø
MN		⊠		-0-	-0-	-0-	-0-		⊠
MS		Ø		-0-	-0-	-0-	-0-		⊠
мо		Ø		-0-	-0-	-0-	-0-		Ø

#### APPENDIX

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1		2	3		4				ification
	to non-a	to sell ccredited s in State -Item 1)	Type of security and aggregate offering price offered in state (Part C-Item 1)		Type of investor and amount purchased in State (Part C-Item 2)			under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)	
State	Yes	No	(rune o menta)	Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
мт		 ⊠		-0-	-0-	-0-	-0-		Ø
NE		☒		-0-	-0-	-0-	-0-		⊠
NV		⊠		-0-	-0-	-0-	-0-		Ø
NH		×		-0-	-0-	-0-	-0-		×
ŊJ		×	Up to \$20,870,000 in LP interests	-2-	\$1,000,000	-0-	-0-		Ø
NM		Ø		-0-	-0-	-0-	-0-		Ø
NY		Ø	Up to \$20,870,000 in LP interests	-9-	\$6,650,000	-0-	-0-		Ø
NC		Ø		-0-	-0-	-0-	-0-		⊠
ND		×		-0-	-0-	-0-	-0-		⋈
ОН		×		-0-	-0-	-0-	<del>-</del> 0-		Ø
ОК		Ø		-0-	-0-	-0-	-0-		Ø
OR		×		-0-	-0-	-0-	-0-		Ø
PA		×		-0-	-0-	-0-	-0-		Ø
RI		Ø		-0-	-0-	-0-	-0-		⊠
sc		Ø		-0-	-0-	-0-	-0-		Ø
SD		Ø		-0-	-0-	-0-	-0-		⊠
TN		Ø		-0-	-0-	-0-	-0-		Ø
TX		☒		-0-	-0-	-0-	-0-		⊠
ஶ		☒		-0-	-0-	-0-	-0-		Ø
VT		⊠		-0-	-0-	-0-	-0-		Ø
VA		Ø	Up to \$20,870,000 in LP interests	-1-	\$125,000	-0-	-0-		Ø
WA		⋈		-0-	-0-	-0-	-0-		Ø
wv		⋈		-0-	-0-	-0-	-0-		×
wı		Ø		-0-	-0-	-0-	-0-		☒
WY		⋈	Up to \$20,870,000 in LP interests	-2-	\$2,125,000	-0-	-0-		Ø
PR		⊠		-0-	-0-	-0-	-0-		

